to such agreement, or of their shareholders, directors or officers shall not be affected, nor shall the rights of the creditors thereof or of any persons dealing with such corporations be impaired by such consolidation or merger, and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted to judgment as if such consolidation or merger had not taken place, or the new or surviving corporation may be proceeded against or substituted in its place.

(3) A duly certified copy of said agreement of consolidation or of merger, as the case may be, from the records of the Secretary of State, the State Tax Commission or the Circuit or Superior Court, shall be evidence of said consolidation or merger, of the existence of any new consolidated corporation formed pursuant thereto, and of any amendment or amendments made by said agreement. The recording by the State Tax Commission of said agreement shall be conclusive evidence of the payment of the recording fees and the bonus tax, if any, required by law to be paid to it, except in a direct proceeding by the State.

Cited but not construed in Thom *v.* Baltimore Trust Co., 158 Md. 355.

An. Code, 1924, sec. 35. 1912, sec. 31. 1908, ch. 240, sec. 31. 1916, ch. 596, sec. 31. 1935, ch. 551, sec. 35.

35. Any stockholder of any corporation of this State party to an agreement of consolidation or of merger made pursuant to the provisions of Section 33 or Section 33½ of this Article (other than stockholders of the surviving corporation in the case of a merger) who at the meeting of stockholders of such corporation voted, or (in the case of a stockholder not entitled to vote thereon) registered a protest, against the agreement submitted, may, within twenty days after the agreement of consolidation or of merger, as the case may be, has been received for record by the State Tax Commission (but not afterwards), make upon the consolidated corporation or the corporation surviving the merger, as the case may be, a written demand for the payment for his stock, and shall, thereupon, be entitled to receive the fair value thereof, and if the dissenting stockholder and such corporation shall fail to agree upon the fair value of said stock, the dissenting stockholder may, within thirty days after such written demand, apply by petition to any court of equity having jurisdiction over said corporation, on reasonable notice to be furnished by said Court to said corporation, for the appointment of three disinterested commissioners to appraise the fair value of his stock without regard to any depreciation or appreciation thereof in consequence of the said consolidation or merger; and on the coming in of the answer to said petition, the court shall pass an order referring the matter to three commissioners named by it, for the purpose of ascertaining such value, and such order shall prescribe the time and manner of producing evidence, if necessary; and the award of said commissioners (or that of a majority of them) when confirmed by said court, shall be final and conclusive on all parties, unless any stockholder or the corporation consolidating or merging as aforesaid, feeling aggrieved at the said action of the said court, shall appeal to the Court of